

RECORDATION NO **20503-C** FILED

OCT 31 '00 9-49 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

October 31, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Rider No. 4 to Lease Agreement, dated as of October 31, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Rider No. 4 which is being filed with the Board under Recordation Number 20503-B.

The names and addresses of the parties to the enclosed document are:

Assignor: First Union Rail Corporation
6250 River Road, Suite 5000
Rosemont, IL 60118

Assignee: ICX Corporation
3 Summit Park Drive
Cleveland, OH 44131

A description of the railroad equipment covered by the enclosed documents is:

237 bi-level autoracks: NS 110150 – NS 110386 inclusive.

Mr. Vernon A. Williams
October 31, 2000
Page 2

A short summary of the document to appear in the index is:

Memorandum of Assignment of Rider No. 4, between First Union Rail Corporation, Assignor, to ICX Corporation, Assignee, covering 237 bi-level autoracks: NS 110150 – NS 110386 inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bjg
Enclosures

**MEMORANDUM OF ASSIGNMENT
OF RIDER NO. 4 TO LEASE AGREEMENT**

RECORDATION NO. 20503-C FILE
OCT 31 '00 9-49 AM
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT is made as of October 31, 2000 by and between First Union Rail Corporation, a North Carolina corporation ("Assignor") and ICX Corporation, an Ohio corporation ("Assignee") in connection with the assignment of that certain Rider No. 4 dated October 27, 2000 ("Rider No.4"), under a certain Lease Agreement dated December 18, 1996 originally between Railcar Ltd., as lessor, and Norfolk Southern Railway Company, as lessee, and subsequently assigned by Railcar Ltd. to Assignor (the "Lease").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Lease was recorded with the Surface Transportation Board ("STB") under Recordation No. 20503.

B. Assignor leases to Lessee under Rider No. 4 certain railcars as described on Exhibit A, which is attached hereto and made a part hereof (collectively, the "Cars"). Rider No. 4 was recorded with the STB under Recordation No. 20503-B

C. Assignor and Assignee are parties to that certain Purchase Agreement (the "Purchase Agreement") and that certain Assignment and Assumption Agreement (the "Assignment"), each dated of even date herewith, pursuant to which Assignor assigned to Assignee, and the Assignee purchased from the Assignor, all of the Assignor's right, title and interest in and to Rider No.4 and the Cars.

D. The parties wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, and each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION

By: 

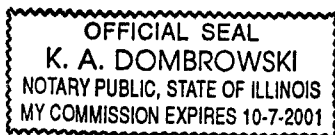
Name: John J. Thomas

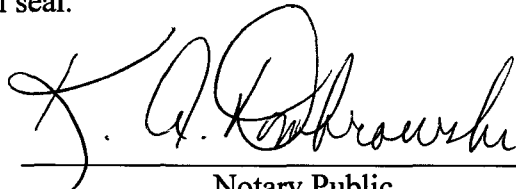
Title: President

STATE OF ILLINOIS, COUNTY OF COOK :

On this 27th day of October, 2000, before me, a Notary Public of the County and State aforesaid, personally appeared John J. Thomas to me personally known, who being by me duly sworn, says that he is a President of First Union Rail Corporation, a North Carolina corporation, that said instrument was signed on behalf of said corporation by authority of the its directors, and he acknowledged that the execution of the foregoing instrument was his free act and deed and the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

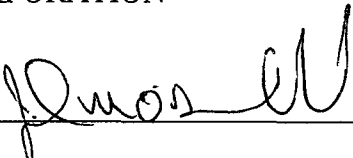



Notary Public

My Commission Expires: 10-7-2001

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

ICX CORPORATION

By: 
Name:
Title: **JOHN M. O'DONNELL**
VICE PRESIDENT

STATE OF OHIO, COUNTY OF CUYAHOGA, TO WIT:

On this 27th day of October, 2000, before me, a Notary Public of the County and State aforesaid, personally appeared John M. O'Donnell, to me personally known, who being by me duly sworn, says that he is the duly authorized representative of ICX Corporation, that said instrument was signed on behalf of said corporation by authority of its directors, and he acknowledged that the execution of the foregoing instrument was his free act and deed and the free act and deed of said corporation

AS WITNESS my hand and notarial seal.


Notary Public

My Commission Expires:

MICHELE WAGNER
Notary Public, State of Ohio, Cuy. Cty.
My Commission Expires Dec. 14, 2002

EXHIBIT A

237 New, Thrall built, two-unit, articulated, bi-level auto-racks equipped with 44 LH and 44RH Holden Chock System, bearing NS marks 110150-110386